



OKA CORPORATION BHD (519941-H)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twentieth Annual General Meeting of OKA Corporation Bhd will be held at Lavender Hall – Level 3, Kinta Riverfront Hotel & Suites, Kinta Riverfront, Jalan Lim Bo Seng, 30000 Ipoh, Perak Darul Ridzuan on Tuesday, 29 September 2020 at 10.30 a.m. for the following purposes:

ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 31 March 2020 together with the Reports of the Directors and Auditors thereon. **Please refer to Explanatory Note A**
- To declare a final single-tier dividend of 2.0 sen per share in respect of the financial year ended 31 March 2020. **(Resolution 1)**
- To approve the payment of Directors' fees for the financial year ended 31 March 2020. **(Resolution 2)**
- To approve the payment of allowances to Non-Executive Directors up to an amount of RM100,000 from the date of 20th Annual General Meeting until the next Annual General Meeting. **(Resolution 3)**
- To re-elect the following directors who retire pursuant to Rule 21.8 of the Company's Constitution, and being eligible, have offered themselves for re-election:-
(i) Mr. Ong Choo Ian **(Resolution 4)**
(ii) Mr. Chok Hooa @ Chok Yin Fatt, FMP **(Resolution 5)**
- To re-appoint Messrs KPMG PLT as auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 6)**

Special Business

- To consider and, if thought fit, to pass the following Ordinary Resolution with or without modifications:-
- Authority to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act 2016 **(Resolution 7)**
"That pursuant to Sections 75 and 76 of the Companies Act 2016, the Constitution of the Company and subject to the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered to allot and issue shares in the Company, from time to time, upon such terms and conditions, for such purposes and to such persons whomsoever as the Directors may, in their absolute discretion deem fit, provided that the aggregate number of shares issued does not exceed ten percent (10%) of the total number of issued shares of the Company for the time being, and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company.
And that the Directors be and are also empowered to obtain approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad."
 - Retention of Independent Non-Executive Directors
8.1 "That subject to the passing of Resolution 5, Mr. Chok Hooa @ Chok Yin Fatt, FMP be and is hereby retained as an Independent Non-Executive Director of the Company." **(Resolution 8)**
8.2 "That Mr. Gan Boon Koo @ Gan Boon Kiu be and is hereby retained as an Independent Non-Executive Director of the Company." **(Resolution 9)**
8.3 "That En. Shariluddin Bin Shohib, AWP be and is hereby retained as an Independent Non-Executive Director of the Company." **(Resolution 10)**
 - To transact any other business of which due notice shall have been given.

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS ALSO HEREBY GIVEN that a final single-tier dividend of 2.0 sen per share in respect of the financial year ended 31 March 2020, if approved by the shareholders at the Twentieth Annual General Meeting, will be paid on 11 December 2020 to shareholders whose names appear in the Record of Depositors at the close of business on 2 December 2020.

A depositor shall qualify for entitlement to the dividend only in respect of:-

- Shares transferred into the Depositor's Securities Account before 4.00 p.m. on 2 December 2020 in respect of ordinary transfers; and
- Shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

By Order of the Board

Low Hor Foong (MAICSA 0763512)

Lau Wai Yuen (MIA 11487)

Company Secretaries

Ipoh

1 September 2020

Notes:

1. Appointment of Proxy

- A member entitled to attend and vote at this general meeting is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorized representative to attend, participate, speak and vote in his place in accordance with Section 334(1) of the Act. A proxy may but need not be a member of the Company.
- A member may appoint not more than two (2) proxies to attend and vote at the same meeting. Where a member appoints more than one (1) proxy and such appointment shall be invalid unless he specifies the proportion of his shareholding to be represented by each proxy.
- Where a member of the Company is an authorized nominee as defined in the Central Depositories Act, it may appoint not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account and the number of shares to be represented by each proxy must be clearly indicated.
- Where a member of the Company is an exempt authorized nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorized nominee may appoint in respect of each omnibus account it holds. An exempt authorized nominee refers to an authorized nominee defined under the Securities Industry (Central Depositories) Act 1991 which is exempted from compliance with the provisions of subsection 25A(1) of the said Act.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorized in writing or if such appointor is a corporation, under its Seal or the hand of its attorney or by a duly authorized officer on behalf of the corporation.
- To be valid this form duly completed must be deposited at the registered office of the Company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
- By submitting the duly executed Proxy Form, the member consents to the Company (and/or its agents/ service providers) collecting, using and disclosing the personal data therein in accordance with the Personal Data Protection Act 2010, for the purpose of the meeting or at any adjournment thereof.
- Only a depositor whose name appears on the Record of Depositors as at 21 September 2020 shall be entitled to attend the general meeting or appoint a proxy to attend, speak and vote on his behalf.

2. Explanatory Notes On Ordinary Business

Note A

This agenda item is intended for discussion only as under Section 340(1)(a) of the Companies Act, 2016, the audited financial statements do not require formal approval of shareholders. As such, this agenda item will not be put forward for voting.

3. Explanatory Notes On Special Business

- The proposed Ordinary Resolution No. 7, if passed, will empower the Directors to allot and issue shares in the Company up to an amount not exceeding in aggregate 10% of the issued share capital of the Company for the time being and for such purposes as the Directors consider would be in the best interests of the Company. This would avoid any delay arising from and cost involved in convening a general meeting to obtain approval of the shareholders for such issuance of shares. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company. This general mandate is a renewal of the existing mandate and will provide flexibility to the Company for allotment of shares for any possible fund raising activities, including but not limited to further placing of shares, for the purpose of funding future investment project(s), working capital/acquisition(s). As at the date of this notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the last AGM held on 30 August 2019 which will lapse at the conclusion of the forthcoming AGM.
- The proposed Ordinary Resolution No. 8 to No.10 are pursuant to Practice 4.2 of the Malaysia Code of Corporate Governance 2017 and if passed, will allow Mr. Chok Hooa @ Chok Yin Fatt, FMP, Mr. Gan Boon Koo @ Gan Boon Kiu and En. Shariluddin Bin Shohib, AWP to continue to act as independent Non-Executive Directors of the Company. The full details of the Board's justifications and recommendations for the retention of the above three (3) directors as Independent Non-Executive Directors are set out in Corporate Governance Overview Statement in the Annual Report 2020. Shareholders' approval for Ordinary Resolutions 8, 9 and 10 will be sought through a two-tier voting process.
- Poll Voting
Pursuant to Paragraph 8.25A(1) of the Listing Requirements, all the Resolutions set out in this Notice will be put to vote by poll.